

## Articles of Organization

**WHEREAS**, the Federal Aid Highway Act of 1962, as amended, requires a comprehensive, cooperative, continuing (3C) transportation planning process carried on by the State and local governments for each urban area of more than 50,000 population in order to qualify transportation projects in such areas for federal aid; and

**WHEREAS**, in the Waco urban area the transportation study process was established by agreement among the State of Texas and local governments for the purpose of developing and implementing appropriate transportation plans, with the Prospectus for the Waco Urban Transportation Study (WUTS) setting out the composition for the Metropolitan Planning Organization (MPO) Policy Board; and

**WHEREAS**, the City of Waco has been designated by the Governor to serve as the Metropolitan Planning Organization for the study area; and

**WHEREAS**, the major functions of the MPO Policy Board shall be to provide policy guidance for the transportation planning, approve the Transportation Improvement Program (TIP) and the Unified Planning Work Program (UPWP), and to promote the implementation of these plans.

**NOW THEREFORE**, the members of this committee do hereby agree to the purposes stated in these articles of organization and the Prospectus adopted by the participating governments and do associate themselves for those purposes.

### **Name**

The name of this committee shall be the MPO Policy Board.

### Article I **Board Functions**

Section 1:

The functions for the MPO Policy Board shall be as follows:

- a) Provide routine and general policy guidance for the transportation planning process.
- b) Examine the adequacy of the continuing planning process at appropriate intervals and at least annually have each agency assigned responsibility for updating various study elements.
- c) Review annually the transportation plan and recommend its adoption and implementation through endorsement of the UPWP, the TIP and other planning proposals by local governments and agencies.
- d) Take appropriate action relative to certification for the study.
- e) Determine if the current transportation data are in accord with previous projections and recommendations or if there are discrepancies of a nature requiring significant changes in the Plan. A complete review and, if necessary, revision of all elements of the Plan shall be made at approximately five (5) year intervals.
- f) Initiate and cause to be considered those recommendations which are deemed appropriate to the regional planning effort.

**Article II**  
**Membership**

Section 1:

The membership on the MPO Policy Board shall be composed principally of elected officials or their designated representatives from the City of Waco and from McLennan County and from the Texas Department of Transportation. Membership will also be extended to other interested officials and agencies as shown in the organization chart included in the Prospectus. The voting membership is determined below.

**VOTING MEMBERSHIP**

City of Waco - 7 Members

All other cities with greater than 5,000 population - 1 Member\*

McLennan County - 2 Members

Waco District TxDOT - 1 Member

Small Cities Representatives - 3 Members\*\*

\* Should a city attain a population greater than 5,000 and thus qualify for a voting member, then the City of Waco shall receive an additional voting member.

Likewise, should the population of a city fall below 5,000 and thus lose their voting member, the City of Waco shall lose one voting member. For FY 2003 the City of Waco voting membership is seven (7).

\* For FY 2007, the cities with greater than 5,000 population are: Bellmead, Hewitt, Lacy-Lakeview, Robinson and Woodway.

\*\*The 3 small cities representatives shall represent areas based upon their geographic region. The Northeast representative shall represent the Cities of Gholson, Leroy, Ross and West. The Southeast representative shall represent the Cities of Beverly Hills, Hallsburg, Mart and Riesel. The West representative shall represent the Cities of Bruceville-Eddy, Crawford, Lorena, McGregor and Moody.

Population shall be determined by the decennial U.S. census in those years that the census is conducted. In all other years, the latest estimates released by the Texas Data Center ~~at the Texas A&M University~~ shall be used.

Total Voting Membership for FY 2007 is eighteen (18).

#### Section 2:

Voting members shall be appointed annually by the chief elected official or head of the entity which they represent. The MPO Director shall request appointments, in writing, from the chief elected official or head of the entity in April of each year. The MPO Director shall send a copy of the Policy Board attendance record with this letter. Appointments shall be made in writing to the planning coordinator by June 1 of each year.

The MPO Director shall maintain a current list of the voting membership.

Each year, those cities with less than 5,000 population shall nominate and elect three persons to represent their interests on the Policy Board based upon the geographic assignments identified within section 1. These positions shall each have one vote on the Policy Board. The MPO Director shall solicit nominations and conduct the election for these positions prior to October 1st of each year. The term for these positions shall be from October 1st to September 30th. There is no limit to the number of terms a person may serve in this capacity. These positions are subject to all of the provisions and responsibilities for other voting members. Additionally, any of the small cities representatives may serve as a Chairperson or Vice Chairperson subject to the restrictions mentioned within these bylaws. In FY 2003, the cities with less than 5,000 population are Beverly Hills, Bruceville-Eddy, Crawford, Gholson, Hallsburg, Leroy, Lorena, Mart, McGregor, Moody, Riesel and Ross.

#### Section 3:

If a voting member becomes ineligible or unable to serve, a replacement shall be named by the head of the government or entity involved within 30 days and the MPO Director shall be so notified.

#### Section 4:

Any voting member missing three (3) consecutive meetings unexcused will be removed from the Policy Board, and the represented entity will name a replacement. Members shall be excused from attendance at a board meeting due to medical reasons certified to by

his/her physician, a certified emergency requiring immediate personal attention or unless otherwise excused by the board at the next meeting of the board.

The MPO Director shall notify the chief elected official or head of each entity in writing after any voting member has missed two consecutive meetings.

#### Section 5:

All MPO employees and voting members are prohibited from engaging in the following: 1.) Accepting or soliciting any gift, favor or service that might reasonably tend to influence the employee or voting member in the discharge of official duties or that employee or voting member knows or should know is being offered with the intent to influence the employee's or voting member's official conduct; 2.) Accepting other employment or engaging in a business or professional activity that the employee or voting member might reasonably expect would require or induce the employee or voting member to disclose confidential information acquired by reason of the official position; 3.) Accepting other employment or compensation that could reasonably be expected to impair the employee's or voting member's judgment in the performance of the employee's or voting member's official duties; 4.) Making personal investments that could reasonably be expected to create a substantial conflict between the employee's or voting member's private interest and the public interest; 5.) Intentionally or knowingly solicit, accept or agree to accept any benefit for having exercised the employee's or voting member's official powers or performing the employee's or voting member's official duties in favor of another.

In order to prevent voting members from having a conflict of interest in business before the MPO, any voting member with a substantial interest in either a business entity or real property must abstain from either voting in or the discussion of any matter that will have a special economic effect on either the business or the real value of the property that is distinguishable from the effect on the public.

A substantial interest in a business entity is defined as either 1.) The member owns 10 percent or more of the voting stock or shares of the business entity or owns either 10 percent or more or \$15,000 or more of the fair market value of the business entity; or 2.) Funds received by the member from the business entity exceed 10 percent of the person's gross income for the previous year.

A substantial interest in real property is defined as a member having a substantial interest in real property if the interest is an equitable or legal ownership with a fair market value of \$2,500 or more.

A Policy Board member is considered to have a substantial interest if a person related to the official in the first degree by consanguinity or affinity has a substantial interest in a business entity or real property as defined above.

Voting members must declare in advance to the MPO director any substantial interest in either a business entity or real property that will have a special economic effect on either the business or the real value of the property.

Employees who violate this section are subject to immediate termination and may be reported to the McLennan County District Attorney for prosecution. Voting members who violate this section are subject to removal from the Policy Board by a 2/3<sup>rd</sup> vote of a quorum of Policy Board members present at the next scheduled Policy Board meeting and may be reported to the McLennan County District Attorney for prosecution.

Employees and voting members who become aware of violations of this section are required to notify both the MPO Policy Board and McLennan County District Attorney's office within a reasonable timeframe. Employees with knowledge of violations who do not comply with these reporting requirements are subject to termination and possible prosecution. Voting members with knowledge of violations are subject to removal from the Policy Board by a 2/3<sup>rd</sup> vote of a quorum of Policy Board members present at the next scheduled Policy Board meeting and possible prosecution.

All voting members will be required to sign an affidavit stating their understanding and compliance with this section prior to being permitted to vote on any matters of business before the Policy Board. This requirement shall become effective on January 1, 2010.

### **Article III Officers**

#### Section 1:

##### A. Chairperson

The Chairperson shall be chosen by a majority vote of the membership present at the election. The Chairperson shall perform the duties usually assigned to the office, such as preside at all meetings of this board; be an ex-officio member of any subcommittees formed within this body; and shall vote on all matters presented before the Policy Board.

##### B. Vice Chairperson

The Vice Chairperson shall be chosen by a majority vote of the membership present at the election. In the absence of, or in case of the inability of the Chairperson to act, it shall be the duty of the Vice Chairperson to perform all the duties of the Chairperson.

##### C. Secretary

No Secretary shall be elected from the membership of this board. The MPO Office shall furnish the secretarial duties necessary to conduct meetings and maintain correspondence.

#### Section 2: Term of Office

Both the Chairperson and the Vice Chairperson shall serve one (1) year terms and may not succeed themselves in those offices more than once. The term of office shall run

concurrent with the MPO and fiscal year - October 1 - September 30.

If the Chairperson or Vice Chairperson is elected to fill an unexpired term in one of these offices then that term of office will not be counted for the purpose of term limits.

### Section 3: Time of Election

The officer election will be held at the Annual Meeting each summer and will assume office at the beginning of the next Fiscal Year.

### Section 4: Special Elections

In the event the Chairperson is unable to serve, the Vice Chairperson shall assume the office of Chairperson and call a special election at the next special or Annual Meeting to fill the office of Vice Chairperson for the remaining portion of the term. Should the Vice Chairperson be unable to serve, the Chairperson shall call a special election at the next special or Annual Meeting to fill the office of Vice Chairperson for the remaining portion of the term. If both Chairperson and Vice Chairperson are unable to serve, the MPO Director shall call a special election at the next special or Annual Meeting to fill these vacancies for the remaining portion of the term.

## **Article IV** **Meetings**

### Section 1:

All meetings shall be governed by Robert's Rules of Order.

### Section 2:

The Board shall meet at least one (1) time per year a time consistent with the federal requirements for the submission of planning documents. This is known as the Annual Meeting and is normally held in the summer of each year. The Committee will also meet at other times as the Chairperson deems necessary or upon written request of not less than one-third (1/3) of the members of the Board. The MPO Director shall in a written notice of the meeting designate the time and place and state the business to be transacted or considered. The written notice of each meeting shall be mailed to each Board member at least fourteen (14) days in advance of the meeting.

### Section 3:

All meetings of the MPO Policy Board shall be open to the public and notice of such meetings shall be posted at least seven (7) days prior to the meeting.

### Section 4:

A quorum at any meeting will be fifty (50) percent of the voting membership. An act of the majority of members in a meeting which a quorum is present will be the act of the Board.

Section 5:

Each member shall have one (1) vote. Voting on all issues shall be open, by show of hands or voice.

Section 6: Meetings without Chairperson or Vice Chairperson present

In the event of a Policy Board meeting where both the Chairperson and Vice Chairperson are not present, the members of the Policy Board which are present shall choose a member to act as the Chairperson for the meeting, provided a quorum of membership is present. In this instance the MPO Director will call the meeting to order, then conduct an election for the chairperson. Once selected, the temporary chairperson will then preside over the remainder of the meeting.

**Article V**  
**Amendments**

Section 1:

The bylaws of this Board may be altered, amended or repealed by a two thirds (2/3) vote of Board Members at a duly called meeting in which a quorum is present, provided that any changes are set out in writing and provided to members at least seven (7) days in advance of the meeting.